

1-044A013

## HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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WILLIAM H BRADFORD, JR  
(202) 835-8120

February 13, 1991

BY HAND

6476-E  
FEB 13 1991 - 10 45 AM  
INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr., Secretary  
Interstate Commerce Commission  
12th and Constitution Ave., NW  
Washington, DC 20423

Attention: Documents for Recordation

Dear Secretary Strickland:

I have enclosed an original and one copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is an amendment to a lease, a secondary document dated January 31, 1991. The primary document to which this is connected is recorded under Recordation No. 6476-a.

The names and addresses of the parties to the document are:

Lessor: Canada Trust Company  
(formerly Canada Permanent Trust Company)  
Canada Trust Tower  
161A Bay Street  
33rd Floor  
Toronto, Ontario  
Canada M5J 2T2

Lessee: Canadian National Railway Company  
935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3B 2M9

FEB 13 10 39 AM '91  
NOTES OFFICE UNIT

Counters - Susan Strickland

**Interstate Commerce Commission**  
Washington, D.C. 20423

2/13/91

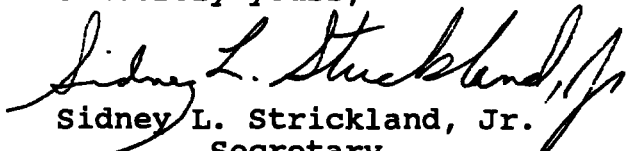
OFFICE OF THE SECRETARY

William H. Bradford, Jr.  
Hopkins & Sutter  
888 16th St., N. W.  
Washington, D. C. 20006

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/13/91 at 10:45AM , and assigned recordation number(s). 6476-E and 6477-E.

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

Sidney L. Strickland, Jr., Secretary  
February 13, 1991  
Page 2

A description of the equipment covered by the document follows:

22 Container Flat Cars  
AAR Mechanical Designation: FC  
Identifying Marks  
CN638285-638289, inclusive;  
CN638291; CN638294-638299, inclusive;  
CN638301; CN638302; CN638312;  
CN638306-638308, inclusive;  
CN638316-638317, inclusive;  
CN638325-638326, inclusive

A fee of \$15.00 is enclosed.

Please return the original and any extra copies not needed by the Commission for recordation to William H. Bradford, Jr., Hopkins & Sutter, 888 - 16th Street, NW, Washington, DC 20006.

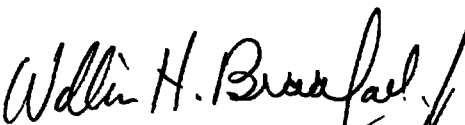
A short summary of the document to appear in the index follows:

Amendment to Lease dated December 31, 1971, Recordation No. 6476-a between Canada Trust Company (formerly Canada Permanent Trust Company), lessor, Canada Trust Tower, 161A Bay Street, 33rd Floor, Toronto, Ontario, Canada M5J 2T2, and Canadian National Railway Company, lessee, 935 de la Gauchetiere Street West, Montreal, Quebec, Canada H3B 2M9, dated January 31, 1991; 22 container flat cars, AAR Mechanical Designation: FC.

Very truly yours,

HOPKINS & SUTTER

By:

  
William H. Bradford, Jr.

WHB:pb  
Enclosures

cc: David Bekhor, Esq.

FEB 13 1991 - 10 45 AM

NOTICE OF RENUMBERING OF RAILROAD CAR NUMBERS INTERSTATE COMMERCE COMMISSION

WHEREAS Canada Permanent Trust Company, as "Trustee", and The Canada Trust Company, as "Owner-Trustee", are parties to an Equipment Trust Agreement dated as of December 31, 1971 (the "Equipment Trust") filed and recorded with the Interstate Commerce Commission on January 27, 1972 and deposited in the office of the Registrar General of Canada on January 27, 1972.

WHEREAS the Owner-Trustee, as "Lessor", and Canadian National Railway Company, as "Lessee", are parties to a Lease of Equipment Agreement dated as of December 31, 1971 (the "Lease") filed and recorded under recordation No. 6476-a with the Interstate Commerce Commission on January 27, 1972 and deposited in the office of the Registrar General of Canada on January 27, 1972.

WHEREAS the Trustee and Owner-Trustee were subsequently merged and are now known as The Canada Trust Company.

WHEREAS the corporate services division of The Canada Trust Company has been acquired by Montreal Trust Company of Canada.

WITNESSETH THAT the Lessee hereby serves notice that:

- (1) Twenty-Two (22) of the container flat cars subject to the Equipment Trust and the Lease shall be renumbered in accordance with Schedule A attached hereto and made part hereof.
- (2) These presents are in compliance with the requirements of Section 4.06 of the Equipment Trust and SS4 of the Lease.

IN WITNESS WHEREOF, this Notice has been executed by the Lessee hereto as of the 31st day of January, 1991.

CANADIAN NATIONAL RAILWAY COMPANY

Approved  
as to form only  
Attorney

By: [Signature]  
Senior Vice-President &  
Chief Financial Officer

By: [Signature]  
Assistant Secretary

**SCHEDULE A**

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**Previous  
Number**

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**New  
Number**

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CN 635293  
CN 635295  
CN 635299  
CN 635308  
CN 635309  
CN 635310  
CN 635315  
CN 635317  
CN 635318  
CN 635319  
CN 635320  
CN 635323  
CN 635336  
CN 635338  
CN 635341  
CN 635347  
CN 635353  
CN 635361  
CN 635362  
CN 635363  
CN 635364  
CN 635466

CN 638288  
CN 638286  
CN 638294  
CN 638325  
CN 638317  
CN 638295  
CN 638301  
CN 638312  
CN 638308  
CN 638291  
CN 638287  
CN 638296  
CN 638285  
CN 638307  
CN 638302  
CN 638298  
CN 638306  
CN 638297  
CN 638316  
CN 638289  
CN 638299  
CN 638326

*MAP*

PROVINCE OF QUEBEC

CITY OF MONTREAL

)  
) SS.:  
)

On this 3<sup>rd</sup> day of January, 1991, before me personally appeared MARIE-ANDRÉE PRÉNOVEAU, to me personally known, who, being by me duly sworn, says that she is the **ASSISTANT SECRETARY** of CANADIAN NATIONAL RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Brenda Stacey  
Commissioner for Oaths

BRENDA STACEY  
Commissioner for Oaths  
Commissaire à l'Assermentation  
District-Montreal  
Expires May 8, 1992.